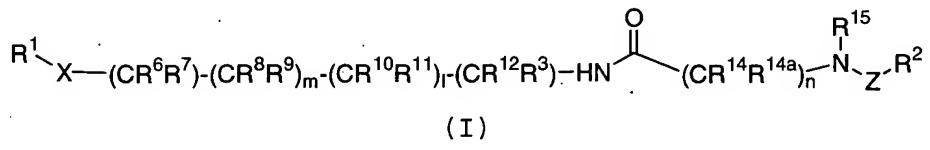


1. (PREVIOUSLY PRESENTED) A compound of Formula
(I)



5

or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-,
10 -SO₂- , and -SO₂NH-;

X is selected from -NR¹⁷- , -O- , and -CHR¹⁶NR¹⁷- ;

R¹ is selected from a C₆-10 aryl group substituted with

15 0-5 R⁴;

R² is selected from a C₆-10 aryl group substituted with
0-5 R⁵;

20 R³ is selected from (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{3d},
(CRR)_qS(O)_pR^{3d}, (CRR)_rC(O)R^{3b}, (CRR)_qNR^{3a}R^{3a},
(CRR)_rC(O)NR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}OR^{3d},
(CRR)_qSO₂NR^{3a}R^{3a}, (CRR)_rC(O)OR^{3d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{3e}, and
25 a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{3e};

R^{3a}, at each occurrence, is independently selected from
30 H, methyl substituted with 0-1 R^{3c}, C₂₋₆ alkyl
substituted with 0-3 R^{3e}, C₃₋₈ alkenyl substituted

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with 0-3 R^{3e}, C₃₋₈ alkynyl substituted with 0-3 R^{3e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{3e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{3e}, C₂₋₈ alkenyl substituted with 0-3 R^{3e}, C₂₋₈ alkynyl substituted with 0-3 R^{3e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{3e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3c} is independently selected from -C(O)R^{3b}, -C(O)OR^{3d}, -C(O)NR^{3f}R^{3f}, and (CH₂)_rphenyl;

R^{3d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{3e}, C₃₋₆ alkenyl substituted with 0-3 R^{3e}, C₃₋₆ alkynyl substituted with 0-3 R^{3e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{3e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH,

SH, $(\text{CH}_2)_r \text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r \text{NR}^{3f} \text{R}^{3f}$, and
 $(\text{CH}_2)_r \text{phenyl}$;

5 R^{3f} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

10 R, at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r \text{C}_{3-6}$ cycloalkyl, $(\text{CHR})_r \text{C(O)NR}^{3a} \text{R}^{3a}$, and $(\text{CHR})_r \text{C(O)OR}^{3d}$, and $(\text{CH}_2)_r \text{phenyl}$ substituted with R^{3e} ;

15 R^4 , at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r \text{C}_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(\text{CR}'\text{R}')_r \text{NR}^{4a} \text{R}^{4a}$, $(\text{CR}'\text{R}')_r \text{OH}$, $(\text{CR}'\text{R}')_r \text{O}(\text{CR}'\text{R}')_r \text{R}^{4d}$, $(\text{CR}'\text{R}')_r \text{SH}$, $(\text{CR}'\text{R}')_r \text{C(O)H}$, $(\text{CR}'\text{R}')_r \text{S}(\text{CR}'\text{R}')_r \text{R}^{4d}$, $(\text{CR}'\text{R}')_r \text{C(O)OH}$, $(\text{CR}'\text{R}')_r \text{C(O)}(\text{CR}'\text{R}')_r \text{R}^{4b}$, $(\text{CR}'\text{R}')_r \text{C(O)NR}^{4a} \text{R}^{4a}$, $(\text{CR}'\text{R}')_r \text{NR}^{4f} \text{C(O)}(\text{CR}'\text{R}')_r \text{R}^{4b}$, $(\text{CR}'\text{R}')_r \text{C(O)O}(\text{CR}'\text{R}')_r \text{R}^{4d}$, $(\text{CR}'\text{R}')_r \text{OC(O)}(\text{CR}'\text{R}')_r \text{R}^{4b}$, $(\text{CR}'\text{R}')_r \text{NR}^{4f} \text{C(O)O}(\text{CR}'\text{R}')_r \text{R}^{4d}$, $(\text{CR}'\text{R}')_r \text{OC(O)NR}^{4a} \text{R}^{4a}$, $(\text{CR}'\text{R}')_r \text{NR}^{6a} \text{C(S)NR}^{6a}(\text{CR}'\text{R}')_r \text{R}^{6d}$, $(\text{CR}'\text{R}')_r \text{NR}^{4a} \text{C(O)NR}^{4a} \text{R}^{4a}$, $(\text{CR}'\text{R}')_r \text{C(=NR}^{4f}\text{)NR}^{4a} \text{R}^{4a}$, $(\text{CR}'\text{R}')_r \text{NHC(=NR}^{4f}\text{)NR}^{4f} \text{R}^{4f}$, $(\text{CR}'\text{R}')_r \text{S(O)}_p(\text{CR}'\text{R}')_r \text{R}^{4b}$, $(\text{CR}'\text{R}')_r \text{S(O)}_2 \text{NR}^{4a} \text{R}^{4a}$, $(\text{CR}'\text{R}')_r \text{NR}^{6f} \text{S(O)}_2 \text{NR}^{6a} \text{R}^{6a}$, $(\text{CR}'\text{R}')_r \text{NR}^{4f} \text{S(O)}_2(\text{CR}'\text{R}')_r \text{R}^{4b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', and $(\text{CR}'\text{R}')_r \text{phenyl}$ substituted with 0-3 R^{4e} ;

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alternatively, two R⁴ on adjacent atoms on R¹ may join to form a cyclic acetal;

R^{4a}, at each occurrence, is independently selected from
5 H, methyl substituted with 0-1R^{4g}, C₂₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{4e}, and a (CH₂)_r-5-10 membered
10 heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

R^{4b}, at each occurrence, is selected from C₁₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{4e}, and a (CH₂)_r-5-6 membered
20 heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

R^{4d}, at each occurrence, is selected from C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{4e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{4e}, and a (CH₂)_r-5-6
25 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{4e};

R^{4e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and (CH₂)_rphenyl;

R^{4f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

10 R^{4g} is independently selected from -C(O)R^{4b}, -C(O)OR^{4d}, -C(O)NR^{4f}R^{4f}, and (CH₂)_rphenyl;

R⁵, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{5a}R^{5a}, (CR'R')_rOH, (CR'R')_rO(CR'R')_rR^{5d}, (CR'R')_rSH, (CR'R')_rC(O)H, (CR'R')_rS(CR'R')_rR^{5d}, (CR'R')_rC(O)OH, (CR'R')_rC(O)(CR'R')_rR^{5b}, (CR'R')_rC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5f}C(O)(CR'R')_rR^{5b}, (CR'R')_rC(O)O(CR'R')_rR^{5d}, (CR'R')_rOC(O)(CR'R')_rR^{5b}, CR'R')_rNR^{5f}C(O)O(CR'R')_rR^{5d}, (CR'R')_rOC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}, (CR'R')_rC(=NR^{5f})NR^{5a}R^{5a}, (CR'R')_rNHC(=NR^{5f})NR^{5f}R^{5f}, (CR'R')_rS(O)_p(CR'R')_rR^{5b}, (CR'R')_rS(O)₂NR^{5a}R^{5a}, (CR'R')_rNR^{5a}S(O)₂NR^{5a}R^{5a}, (CR'R')_rNR^{5f}S(O)₂(CR'R')_rR^{5b}, C₁₋₆ haloalkyl, C₂₋₈ alkenyl substituted with 0-3 R', C₂₋₈ alkynyl substituted with 0-3 R', and (CR'R')_rphenyl substituted with 0-3 R^{5e};

30 alternatively, two R⁵ on adjacent atoms on R² may join to form a cyclic acetal;

R^{5a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g}, C₂₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{5e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

R^{5b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{5e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

R^{5d}, at each occurrence, is independently selected from C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{5e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,

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Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{5f}R^{5f}, and (CH₂)_rphenyl;

5 R^{5f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

R^{5g} is independently selected from -C(O)R^{5b}, -C(O)OR^{5d}, -C(O)NR^{5f}R^{5f}, and (CH₂)_rphenyl;

10 R', at each occurrence, is selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with R^{5e};

15 R⁶, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d}, (CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_rNR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d}, (CRR)SO₂NR^{6a}R^{6a}, (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

25 R^{6a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{6e}, C₃₋₈ alkenyl substituted with 0-3 R^{6e}, C₃₋₈ alkynyl substituted with 0-3 R^{6e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and a (CH₂)_r-5-10 membered heterocyclic

system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6b}, at each occurrence, is independently selected from
5 C₁₋₆ alkyl substituted with 0-3 R^{6e}, C₂₋₈ alkenyl substituted with 0-3 R^{6e}, C₂₋₈ alkynyl substituted with 0-3 R^{6e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{6e}, and a (CH₂)_r-5-6
membered heterocyclic system containing 1-4
10 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3
15 R^{6e}, C₃₋₆ alkenyl substituted with 0-3 R^{6e}, C₃₋₆ alkynyl substituted with 0-3 R^{6e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{6e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and
20 S, substituted with 0-3 R^{6e};

R^{6e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
25 (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{6f}R^{6f}, and (CH₂)_rphenyl;

R^{6f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{6g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{6d},
(CHR)_qS(O)_pR^{6d}, (CHR)_rC(O)R^{6b}, (CHR)_qNR^{6a}R^{6a},
(CHR)_rC(O)NR^{6a}R^{6a}, (CHR)_rC(O)NR^{6a}OR^{6d},
(CHR)_qSO₂NR^{6a}R^{6a}, (CHR)_rC(O)OR^{6d}, and a (CHR)_r-C₃₋₁₀
5 carbocyclic residue substituted with 0-5 R^{6e};

R⁷, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{7d},
(CRR)_qS(O)_pR^{7d}, (CRR)_rC(O)R^{7b}, (CRR)_rNR^{7a}R^{7a},
10 (CRR)_rC(O)NR^{7a}R^{7a}, (CRR)_rC(O)NR^{7a}OR^{7d},
(CRR)_qSO₂NR^{7a}R^{7a}, (CRR)_rC(O)OR^{7d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{7e}, and
a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
15 S, substituted with 0-3 R^{7e};

R^{7a}, at each occurrence, is independently selected from
H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{7e},
C₃₋₈ alkenyl substituted with 0-3 R^{7e}, C₃₋₈ alkynyl
20 substituted with 0-3 R^{7e}, (CH₂)_rC₃₋₆ cycloalkyl, a
(CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with
0-5 R^{7e}, and a (CH₂)_r-5-10 membered heterocyclic
system containing 1-4 heteroatoms selected from N,
O, and S, substituted with 0-3 R^{7e};

25 R^{7b}, at each occurrence, is independently selected from
C₁₋₆ alkyl substituted with 0-3 R^{7e}, C₂₋₈ alkenyl
substituted with 0-3 R^{7e}, C₂₋₈ alkynyl substituted
with 0-3 R^{7e}, a (CH₂)_r-C₃₋₆ carbocyclic residue

substituted with 0-2 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

5

R^{7d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{7e}, C₃₋₆ alkenyl substituted with 0-3 R^{7e}, C₃₋₆ alkynyl substituted with 0-3 R^{7e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

10

15 R^{7e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

20

R^{7f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

25

R⁸ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{8d}, (CRR)_rS(O)_pR^{8d}, (CRR)_rC(O)R^{8b}, (CRR)_rNR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}OR^{8d}, (CRR)_rSO₂NR^{8a}R^{8a}, (CRR)_rC(O)OR^{8d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e}, and a (CRR)_r-5-10 membered heterocyclic system

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containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8a}, at each occurrence, is independently selected from
5 H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₈ alkenyl substituted with 0-3 R^{8e}, C₃₋₈ alkynyl substituted with 0-3 R^{8e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, 10 O, and S, substituted with 0-3 R^{8e};

R^{8b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{8e}, C₂₋₈ alkenyl substituted with 0-3 R^{8e}, C₂₋₈ alkynyl substituted with 0-3 R^{8e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{8e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted 15 with 0-3 R^{8e};

R^{8d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₆ alkenyl substituted with 0-3 R^{8e}, C₃₋₆ alkynyl substituted with 0-3 R^{8e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{8e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, 5 (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{8f}R^{8f}, and (CH₂)_rphenyl;

R^{8f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

10 R^{8g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{8d}, (CHR)_qS(O)_pR^{8d}, (CHR)_rC(O)R^{8b}, (CHR)_qNR^{8a}R^{8a}, (CHR)_rC(O)NR^{8a}R^{8a}, (CHR)_rC(O)NR^{8a}OR^{8d}, (CHR)_qSO₂NR^{8a}R^{8a}, (CHR)_rC(O)OR^{8d}, and a (CHR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e};

15

R⁹ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{9d}, (CRR)_rS(O)_pR^{9d}, (CRR)_rC(O)R^{9b}, (CRR)_rNR^{9a}R^{9a}, (CRR)_rC(O)NR^{9a}R^{9a}, (CRR)_rC(O)NR^{9a}OR^{9d}, 20 (CRR)_rSO₂NR^{9a}R^{9a}, (CRR)_rC(O)OR^{9d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{9e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

25

R^{9a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{9e}, C₃₋₈ alkenyl substituted with 0-3 R^{9e}, C₃₋₈ alkynyl substituted with 0-3 R^{9e}, (CH₂)_rC₃₋₆ cycloalkyl, a

(CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{9e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

5

R^{9b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{9e}, C₂₋₈ alkenyl substituted with 0-3 R^{9e}, C₂₋₈ alkynyl substituted with 0-3 R^{9e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{9e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

10

R^{9d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{9e}, C₃₋₆ alkenyl substituted with 0-3 R^{9e}, C₃₋₆ alkynyl substituted with 0-3 R^{9e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{9e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

20

R^{9e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{9f}R^{9f}, and (CH₂)_rphenyl;

R^{9f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R¹⁰ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{10d},
5 (CRR)_rS(O)_pR^{10d}, (CRR)_rC(O)R^{10b}, (CRR)_rNR^{10a}R^{10a},
(CRR)_rC(O)NR^{10a}R^{10a}, (CRR)_rC(O)NR^{10a}OR^{10d},
(CRR)_rSO₂NR^{10a}R^{10a}, (CRR)_rC(O)OR^{10d}, a (CRR)_r-C₃₋₁₀
10 carbocyclic residue substituted with 0-5 R^{10e}, and
a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{10e};

R^{10a}, at each occurrence, is independently selected
15 from H, methyl, C₂₋₆ alkyl substituted with 0-3
R^{10e}, C₃₋₈ alkenyl substituted with 0-3 R^{10e}, C₃₋₈
alkynyl substituted with 0-3 R^{10e}, (CH₂)_rC₃₋₆
cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue
substituted with 0-5 R^{10e}, and a (CH₂)_r-5-10
20 membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-3 R^{10e};

R^{10b}, at each occurrence, is independently selected
25 from C₁₋₆ alkyl substituted with 0-3 R^{10e}, C₂₋₈
alkenyl substituted with 0-3 R^{10e}, C₂₋₈ alkynyl
substituted with 0-3 R^{10e}, a (CH₂)_r-C₃₋₆
carbocyclic residue substituted with 0-2 R^{10e}, and
a (CH₂)_r-5-6 membered heterocyclic system

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10d}, at each occurrence, is independently selected
5 from H, methyl, -CF₃, C₂₋₆ alkyl substituted with
0-3 R^{10e}, C₃₋₆ alkenyl substituted with 0-3 R^{10e},
C₃₋₆ alkynyl substituted with 0-3 R^{10e}, a C₃₋₁₀
carbocyclic residue substituted with 0-3 R^{10e}, and
a (CH₂)_r-5-6 membered heterocyclic system
10 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10e}, at each occurrence, is independently selected
from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆
15 cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH,
(CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{10f}R^{10f}, and
(CH₂)_rphenyl;

20 R^{10f}, at each occurrence, is independently selected
from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{10g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{10d},
(CHR)_qS(O)_pR^{10d}, (CHR)_rC(O)R^{10b}, (CHR)_qNR^{10a}R^{10a},
25 (CHR)_rC(O)NR^{10a}R^{10a}, (CHR)_rC(O)NR^{10a}OR^{10d},
(CHR)_qSO₂NR^{10a}R^{10a}, (CHR)_rC(O)OR^{10d}, and a (CHR)_r-
C₃₋₁₀ carbocyclic residue substituted with 0-5
R^{10e};

R¹¹, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{11d}, (CRR)_rS(O)_pR^{11d}, (CRR)_rC(O)R^{11b}, (CRR)_rNR^{11a}R^{11a}, (CRR)_rC(O)NR^{11a}R^{11a}, (CRR)_rC(O)NR^{11a}OR^{11d}, (CRR)_rSO₂NR^{11a}R^{11a}, (CRR)_rC(O)OR^{11d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{11e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

10

R^{11a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{11e}, C₃₋₈ alkenyl substituted with 0-3 R^{11e}, C₃₋₈ alkynyl substituted with 0-3 R^{11e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{11e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

15

R^{11b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{11e}, C₂₋₈ alkenyl substituted with 0-3 R^{11e}, C₂₋₈ alkynyl substituted with 0-3 R^{11e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{11e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

20

25

R^{11d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{11e}, C₃₋₆ alkenyl substituted with 0-3 R^{11e}, C₃₋₆ alkynyl substituted with 0-3 R^{11e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{11e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

10 R^{11e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{11f}R^{11f}, and (CH₂)_rphenyl;

15 R^{11f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

20 R¹² is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{12d}, (CRR)_qS(O)_pR^{12d}, (CRR)_rC(O)R^{12b}, (CRR)_rNR^{12a}R^{12a}, (CRR)_rC(O)NR^{12a}R^{12a}, (CRR)_rC(O)NR^{12a}OR^{12d}, (CRR)_qSO₂NR^{12a}R^{12a}, (CRR)_rC(O)OR^{12d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{12e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

25 R^{12a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3

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R^{12e}, C₃₋₈ alkenyl substituted with 0-3 R^{12e}, C₃₋₈ alkynyl substituted with 0-3 R^{12e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{12e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{12e}, C₂₋₈ alkenyl substituted with 0-3 R^{12e}, C₂₋₈ alkynyl substituted with 0-3 R^{12e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{12e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{12e}, C₃₋₆ alkenyl substituted with 0-3 R^{12e}, C₃₋₆ alkynyl substituted with 0-3 R^{12e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{12e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH,

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(CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{12f}R^{12f}, and
(CH₂)_rphenyl;

5 R^{12f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R¹⁴ and R^{14a} are H,

10 R¹⁵ is H;

R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-3 R^{16a}, and C₃₋₆ cycloalkyl substituted with 0-3 R^{16a};

15 R^{16a} is selected from C₁₋₄ alkyl, -OH, -SH, -NR^{16c}R^{16c}, -C(O)NR^{16c}R^{16c}, and -NHC(O)R^{16c};

R^{16c} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;

20 R¹⁷ is selected from H, C₁₋₄ alkyl, and C₃₋₄ cycloalkyl;

n is 1;

25 l is selected from 0 and 1;

m is selected from 0 and 1;

p, at each occurrence, is selected from 0, 1, or 2;

30 q, at each occurrence, is selected from 1, 2, 3, or 4; and

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r, at each occurrence, is selected from 0, 1, 2, 3, or 4.

5 2. (PREVIOUSLY PRESENTED) A compound of claim 1, wherein

Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-, -SO₂-, and -SO₂NH-;

10

X is selected from -NR¹⁷-, -O-, and -CHR¹⁶NR¹⁷-;

R¹ is selected from a C₆₋₁₀ aryl group substituted with 0-5 R⁴;

15

R² is selected from a C₆₋₁₀ aryl group substituted with 0-5 R⁵;

R³ is selected from (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{3d},

20 (CRR)_qS(O)_pR^{3d}, (CRR)_rC(O)R^{3b}, (CRR)_qNR^{3a}R^{3a},

(CRR)_rC(O)NR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}OR^{3d},

(CRR)_qSO₂NR^{3a}R^{3a}, (CRR)_rC(O)OR^{3d}, a (CRR)_r-C₃₋₁₀

carbocyclic residue substituted with 0-5 R^{3e}, and a (CRR)_r-5-10 membered heterocyclic system

25

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{3c}, C₂₋₆ alkyl substituted with 0-3 R^{3e}, C₃₋₈ alkenyl substituted

30

with 0-3 R^{3e}, C₃₋₈ alkynyl substituted with 0-3 R^{3e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{3e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

10 R^{3b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{3e}, C₂₋₈ alkenyl substituted with 0-3 R^{3e}, C₂₋₈ alkynyl substituted with 0-3 R^{3e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{3e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

15 R^{3c} is independently selected from -C(O)R^{3b}, -C(O)OR^{3d}, -C(O)NR^{3f}R^{3f}, and (CH₂)_rphenyl;

20 R^{3d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{3e}, C₃₋₆ alkenyl substituted with 0-3 R^{3e}, C₃₋₆ alkynyl substituted with 0-3 R^{3e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{3e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

25 R^{3e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F,

Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH,
SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{3f}R^{3f}, and
(CH₂)_rphenyl;

5 R^{3f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R, at each occurrence, is independently selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl,
10 (CH₂)_rC₃₋₆ cycloalkyl, (CHR)_rC(O)NR^{3a}R^{3a}, and
(CHR)_rC(O)OR^{3d}, and (CH₂)_rphenyl substituted with
R^{3e};

R⁴, at each occurrence, is selected from C₁₋₈ alkyl,
15 C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,
Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{4a}R^{4a}, (CR'R')_rOH,
(CR'R')_rO(CR'R')_rR^{4d}, (CR'R')_rSH, (CR'R')_rC(O)H,
(CR'R')_rS(CR'R')_rR^{4d}, (CR'R')_rC(O)OH,
(CR'R')_rC(O)(CR'R')_rR^{4b}, (CR'R')_rC(O)NR^{4a}R^{4a},
20 (CR'R')_rNR^{4f}C(O)(CR'R')_rR^{4b},
(CR'R')_rC(O)O(CR'R')_rR^{4d}, (CR'R')_rOC(O)(CR'R')_rR^{4b},
(CR'R')_rNR^{4f}C(O)O(CR'R')_rR^{4d}, (CR'R')_rOC(O)NR^{4a}R^{4a},
(CR'R')_rNR^{6a}C(S)NR^{6a}(CR'R')_rR^{6d},
(CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}, (CR'R')_rC(=NR^{4f})NR^{4a}R^{4a},
25 (CR'R')_rNHC(=NR^{4f})NR^{4f}R^{4f}, (CR'R')_rS(O)_p(CR'R')_rR^{4b},
(CR'R')_rS(O)₂NR^{4a}R^{4a}, (CR'R')_rNR^{6f}S(O)₂NR^{6a}R^{6a},
(CR'R')_rNR^{4f}S(O)₂(CR'R')_rR^{4b}, C₁₋₆ haloalkyl, C₂₋₈ alkenyl substituted with 0-3 R', C₂₋₈ alkynyl

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substituted with 0-3 R', and (CR'R')_rphenyl
substituted with 0-3 R^{4e};

alternatively, two R⁴ on adjacent atoms on R¹ may join
5 to form a cyclic acetal;

R^{4a}, at each occurrence, is independently selected from
H, methyl substituted with 0-1R^{4g}, C₂₋₆ alkyl
substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted
10 with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2
R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted
with 0-5 R^{4e}, and a (CH₂)_r-5-10 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-2
15 R^{4e};

R^{4b}, at each occurrence, is selected from C₁₋₆ alkyl
substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted
with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2
20 R^{5e}, a (CH₂)_rC₃₋₆ carbocyclic residue substituted
with 0-3 R^{5e}, and a (CH₂)_r-5-6 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-2
R^{4e};

25 R^{4d}, at each occurrence, is selected from C₃₋₈ alkenyl
substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted
with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl substituted
with 0-3 R^{4e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue
30 substituted with 0-3 R^{4e}, and a (CH₂)_r-5-6

membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{4e};

5 R^{4e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and (CH₂)_rphenyl;

10

R^{4f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

15 R^{4g} is independently selected from -C(O)R^{4b}, -C(O)OR^{4d}, -C(O)NR^{4f}R^{4f}, and (CH₂)_rphenyl;

R⁵, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{5a}R^{5a}, (CR'R')_rOH, (CR'R')_rO(CR'R')_rR^{5d}, (CR'R')_rSH, (CR'R')_rC(O)H, (CR'R')_rS(CR'R')_rR^{5d}, (CR'R')_rC(O)OH, (CR'R')_rC(O)(CR'R')_rR^{5b}, (CR'R')_rC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5f}C(O)(CR'R')_rR^{5b}, (CR'R')_rC(O)(CR'R')_rR^{5d}, (CR'R')_rOC(O)(CR'R')_rR^{5b}, CR'R')_rNR^{5f}C(O)O(CR'R')_rR^{5d}, (CR'R')_rOC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}, (CR'R')_rC(=NR^{5f})NR^{5a}R^{5a}, (CR'R')_rNHC(=NR^{5f})NR^{5f}R^{5f}, (CR'R')_rS(O)_p(CR'R')_rR^{5b}, (CR'R')_rS(O)₂NR^{5a}R^{5a}, (CR'R')_rNR^{5a}S(O)₂NR^{5a}R^{5a}, (CR'R')_rNR^{5f}S(O)₂(CR'R')_rR^{5b}, C₁₋₆ haloalkyl, C₂₋₈

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alkenyl substituted with 0-3 R', C₂₋₈ alkynyl substituted with 0-3 R', and (CR'R')_rphenyl substituted with 0-3 R^{5e};

5 alternatively, two R⁵ on adjacent atoms on R² may join to form a cyclic acetal;

R^{5a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g}, C₂₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{5e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

R^{5b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{5e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

R^{5d}, at each occurrence, is independently selected from C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{5e}, a (CH₂)_r-C₃₋₁₀

carbocyclic residue substituted with 0-3 R^{5e}, and
a (CH₂)_r-5-6 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{5e};

5

R^{5e}, at each occurrence, is selected from C₁₋₆ alkyl,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,
Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅
alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{5f}R^{5f}, and
10 (CH₂)_rphenyl;

R^{5f}, at each occurrence, is selected from H, C₁₋₅
alkyl, and C₃₋₆ cycloalkyl, and phenyl;

15 R^{5g} is independently selected from -C(O)R^{5b}, -C(O)OR^{5d},
-C(O)NR^{5f}R^{5f}, and (CH₂)_rphenyl;

R', at each occurrence, is selected from H, C₁₋₆ alkyl,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,
20 and (CH₂)_rphenyl substituted with R^{5e};

R⁶, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d},
(CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_rNR^{6a}R^{6a},
25 (CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d},
(CRR)SO₂NR^{6a}R^{6a}, (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{6e}, and
a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
30 S, substituted with 0-3 R^{6e};

R^{6a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{6e}, C₃₋₈ alkenyl substituted with 0-3 R^{6e}, C₃₋₈ alkynyl substituted with 0-3 R^{6e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

10

R^{6b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{6e}, C₂₋₈ alkenyl substituted with 0-3 R^{6e}, C₂₋₈ alkynyl substituted with 0-3 R^{6e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{6e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

20

R^{6d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{6e}, C₃₋₆ alkenyl substituted with 0-3 R^{6e}, C₃₋₆ alkynyl substituted with 0-3 R^{6e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{6e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

25

R^{6e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆

30

cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{6f}R^{6f}, and (CH₂)_rphenyl;

5 R^{6f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{6g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{6d}, (CHR)_qS(O)_pR^{6d}, (CHR)_rC(O)R^{6b}, (CHR)_qNR^{6a}R^{6a},
10 (CHR)_rC(O)NR^{6a}R^{6a}, (CHR)_rC(O)NR^{6a}OR^{6d}, (CHR)_qSO₂NR^{6a}R^{6a}, (CHR)_rC(O)OR^{6d}, and a (CHR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e};

R⁷, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{7d}, (CRR)_qS(O)_pR^{7d}, (CRR)_rC(O)R^{7b}, (CRR)_rNR^{7a}R^{7a}, (CRR)_rC(O)NR^{7a}R^{7a}, (CRR)_rC(O)NR^{7a}OR^{7d}, (CRR)_qSO₂NR^{7a}R^{7a}, (CRR)_rC(O)OR^{7d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{7e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

25 R^{7a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{7e}, C₃₋₈ alkenyl substituted with 0-3 R^{7e}, C₃₋₈ alkynyl substituted with 0-3 R^{7e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{7e}, and a (CH₂)_r-5-10 membered heterocyclic

system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is independently selected from
5 C₁₋₆ alkyl substituted with 0-3 R^{7e}, C₂₋₈ alkenyl substituted with 0-3 R^{7e}, C₂₋₈ alkynyl substituted with 0-3 R^{7e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{7e}, and a (CH₂)_r-5-6
10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{7e}, C₃₋₆ alkenyl substituted with 0-3 R^{7e}, C₃₋₆ alkynyl substituted with 0-3 R^{7e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};
20

R^{7e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
25 (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

R^{7f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R⁸ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{8d}, (CRR)_rS(O)_pR^{8d}, (CRR)_rC(O)R^{8b}, (CRR)_rNR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}OR^{8d}, (CRR)_rSO₂NR^{8a}R^{8a}, (CRR)_rC(O)OR^{8d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

10

R^{8a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₈ alkenyl substituted with 0-3 R^{8e}, C₃₋₈ alkynyl substituted with 0-3 R^{8e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

15

R^{8b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{8e}, C₂₋₈ alkenyl substituted with 0-3 R^{8e}, C₂₋₈ alkynyl substituted with 0-3 R^{8e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{8e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

25

R^{8d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3

30

R^{8e}, C₃₋₆ alkenyl substituted with 0-3 R^{8e}, C₃₋₆ alkynyl substituted with 0-3 R^{8e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{8e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

5 R^{8e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{8f}R^{8f}, and (CH₂)_rphenyl;

10 R^{8f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

15 R^{8g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{8d}, (CHR)_qS(O)_pR^{8d}, (CHR)_rC(O)R^{8b}, (CHR)_qNR^{8a}R^{8a}, (CHR)_rC(O)NR^{8a}R^{8a}, (CHR)_rC(O)NR^{8a}OR^{8d}, (CHR)_qSO₂NR^{8a}R^{8a}, (CHR)_rC(O)OR^{8d}, and a (CHR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e};

20 R⁹ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{9d}, (CRR)_rS(O)_pR^{9d}, (CRR)_rC(O)R^{9b}, (CRR)_rNR^{9a}R^{9a}, (CRR)_rC(O)NR^{9a}R^{9a}, (CRR)_rC(O)NR^{9a}OR^{9d}, (CRR)_rSO₂NR^{9a}R^{9a}, (CRR)_rC(O)OR^{9d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{9e}, and a (CRR)_r-5-10 membered heterocyclic system

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containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9a}, at each occurrence, is independently selected from
5 H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{9e},
C₃₋₈ alkenyl substituted with 0-3 R^{9e}, C₃₋₈ alkynyl
substituted with 0-3 R^{9e}, (CH₂)_rC₃₋₆ cycloalkyl, a
(CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with
10 0-5 R^{9e}, and a (CH₂)_r-5-10 membered heterocyclic
system containing 1-4 heteroatoms selected from N,
O, and S, substituted with 0-3 R^{9e};

R^{9b}, at each occurrence, is independently selected from
15 C₁₋₆ alkyl substituted with 0-3 R^{9e}, C₂₋₈ alkenyl
substituted with 0-3 R^{9e}, C₂₋₈ alkynyl substituted
with 0-3 R^{9e}, a (CH₂)_r-C₃₋₆ carbocyclic residue
substituted with 0-2 R^{9e}, and a (CH₂)_r-5-6
membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
20 with 0-3 R^{9e};

R^{9d}, at each occurrence, is independently selected from
H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3
R^{9e}, C₃₋₆ alkenyl substituted with 0-3 R^{9e}, C₃₋₆
25 alkynyl substituted with 0-3 R^{9e}, a C₃₋₁₀
carbocyclic residue substituted with 0-3 R^{9e}, and
a (CH₂)_r-5-6 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{9e};

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R^{9e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, 5 (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{9f}R^{9f}, and (CH₂)_rphenyl;

R^{9f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

10 R¹⁰ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{10d}, (CRR)_rS(O)_pR^{10d}, (CRR)_rC(O)R^{10b}, (CRR)_rNR^{10a}R^{10a}, (CRR)_rC(O)NR^{10a}R^{10a}, (CRR)_rC(O)NR^{10a}OR^{10d}, (CRR)_rSO₂NR^{10a}R^{10a}, (CRR)_rC(O)OR^{10d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{10e}, and 15 a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

20 R^{10a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{10e}, C₃₋₈ alkenyl substituted with 0-3 R^{10e}, C₃₋₈ alkynyl substituted with 0-3 R^{10e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue 25 substituted with 0-5 R^{10e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{10e}, C₂₋₈ alkenyl substituted with 0-3 R^{10e}, C₂₋₈ alkynyl substituted with 0-3 R^{10e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{10e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

10 R^{10d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{10e}, C₃₋₆ alkenyl substituted with 0-3 R^{10e}, C₃₋₆ alkynyl substituted with 0-3 R^{10e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{10e}, and 15 a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

20 R^{10e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{10f}R^{10f}, and (CH₂)_rphenyl;

25 R^{10f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

30 R^{10g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{10d}, (CHR)_qS(O)_pR^{10d}, (CHR)_rC(O)R^{10b}, (CHR)_qNR^{10a}R^{10a},

(CHR)_rC(O)NR^{10a}R^{10a}, (CHR)_rC(O)NR^{10a}OR^{10d},
(CHR)_qSO₂NR^{10a}R^{10a}, (CHR)_rC(O)OR^{10d}, and a (CHR)_r-
C₃₋₁₀ carbocyclic residue substituted with 0-5
R^{10e};

5

R¹¹, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{11d},
(CRR)_rS(O)_pR^{11d}, (CRR)_rC(O)R^{11b}, (CRR)_rNR^{11a}R^{11a},
(CRR)_rC(O)NR^{11a}R^{11a}, (CRR)_rC(O)NR^{11a}OR^{11d},
10 (CRR)_rSO₂NR^{11a}R^{11a}, (CRR)_rC(O)OR^{11d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{11e}, and
a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{11e};

15

R^{11a}, at each occurrence, is independently selected
from H, methyl, C₂₋₆ alkyl substituted with 0-3
R^{11e}, C₃₋₈ alkenyl substituted with 0-3 R^{11e}, C₃₋₈
alkynyl substituted with 0-3 R^{11e}, (CH₂)_rC₃₋₆
20 cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue
substituted with 0-5 R^{11e}, and a (CH₂)_r-5-10
membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-3 R^{11e};

25

R^{11b}, at each occurrence, is independently selected
from C₁₋₆ alkyl substituted with 0-3 R^{11e}, C₂₋₈
alkenyl substituted with 0-3 R^{11e}, C₂₋₈ alkynyl
substituted with 0-3 R^{11e}, a (CH₂)_r-C₃₋₆

carbocyclic residue substituted with 0-2 R^{11e}, and
a (CH₂)_r-5-6 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{11e};

5

R^{11d}, at each occurrence, is independently selected
from H, methyl, -CF₃, C₂₋₆ alkyl substituted with
0-3 R^{11e}, C₃₋₆ alkenyl substituted with 0-3 R^{11e},
C₃₋₆ alkynyl substituted with 0-3 R^{11e}, a C₃₋₁₀

10

carbocyclic residue substituted with 0-3 R^{11e}, and
a (CH₂)_r-5-6 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{11e};

15

R^{11e}, at each occurrence, is independently selected
from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆
cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH,
(CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{11f}R^{11f}, and
20 (CH₂)_rphenyl;

R^{11f}, at each occurrence, is independently selected
from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

25

R¹² is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{12d},
(CRR)_qS(O)_pR^{12d}, (CRR)_rC(O)R^{12b}, (CRR)_rNR^{12a}R^{12a},
(CRR)_rC(O)NR^{12a}R^{12a}, (CRR)_rC(O)NR^{12a}OR^{12d},
(CRR)_qSO₂NR^{12a}R^{12a}, (CRR)_rC(O)OR^{12d}, a (CRR)_r-C₃₋₁₀
30 carbocyclic residue substituted with 0-5 R^{12e}, and

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a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

5 R^{12a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{12e}, C₃₋₈ alkenyl substituted with 0-3 R^{12e}, C₃₋₈ alkynyl substituted with 0-3 R^{12e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{12e}, and a (CH₂)_r-5-10
10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

15 R^{12b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{12e}, C₂₋₈ alkenyl substituted with 0-3 R^{12e}, C₂₋₈ alkynyl substituted with 0-3 R^{12e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{12e}, and
20 a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

25 R^{12d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{12e}, C₃₋₆ alkenyl substituted with 0-3 R^{12e}, C₃₋₆ alkynyl substituted with 0-3 R^{12e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{12e}, and a (CH₂)_r-5-6 membered heterocyclic system

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containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

5 R^{12e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{12f}R^{12f}, and (CH₂)_rphenyl;

10 R^{12f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R¹⁴ and R^{14a} are H,

15 R¹⁵ is H;

R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-3 R^{16a}, and C₃₋₆ cycloalkyl substituted with 0-3 R^{16a};

20 R^{16a} is selected from C₁₋₄ alkyl, -OH, -SH, -NR^{16c}R^{16c}, -C(O)NR^{16c}R^{16c}, and -NHC(O)R^{16c};

R^{16c} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;

25 R¹⁷ is selected from H, C₁₋₄ alkyl, and C₃₋₄ cycloalkyl;

n is 1;

30 l is selected from 0 and 1;

m is selected from 0 and 1;

p, at each occurrence, is selected from 0, 1, or 2;

5

q, at each occurrence, is selected from 1, 2, 3, or 4;
and

r, at each occurrence, is selected from 0, 1, 2, 3, or

10 4.

3. (CANCELLED)

4. (PREVIOUSLY PRESENTED) The compound of claim 2,

15 wherein:

R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-1

R^{16a}, wherein the alkyl is selected from methyl,

ethyl, propyl, i-propyl, butyl, i-butyl, and

20 s-butyl, and C₃₋₄ cycloalkyl substituted with 0-3

R^{16a} wherein the cycloalkyl is selected from
cyclopropyl and cyclobutyl;

R^{16a} is selected from methyl, ethyl, propyl, i-propyl,

25 -OH, -SH, -NR^{16c}R^{16c}, -C(O)NR^{16c}R^{16c}, and

-NHC(O)R^{16c}; and

R¹⁷ is selected from H, methyl, ethyl, propyl, and
i-propyl.

30

5. (ORIGINAL) The compound of claim 4, wherein:

R⁹ and R¹¹ are H; and

R⁸ and R¹⁰ are independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl.

5 6. (PREVIOUSLY PRESENTED) The compound of claim 5,
10 wherein:

15 R³ is selected from (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{3d}, (CRR)_qS(O)_pR^{3d}, (CRR)_rC(O)R^{3b}, (CRR)_qNR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}OR^{3d}, (CRR)_qSO₂NR^{3a}R^{3a}, (CRR)_rC(O)OR^{3d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{3e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e} wherein the 20 heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, 25 isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrazolyl, pyrrolidinyl, tetrahydrofuranyl, tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and 30 pyrimidinyl;

R⁶ is selected from H, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d},
(CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_qNR^{6a}R^{6a},
(CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d},
(CRR)_qSO₂NR^{6a}R^{6a}, (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₆₋₁₀
5 carbocyclic residue substituted with 0-5 R^{6e}, and
a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-6 R^{6e} wherein the
heterocyclic system is selected from pyridinyl,
10 thiophenyl, furanyl, indazolyl, benzothiazolyl,
benzimidazolyl, benzothiophenyl, benzofuranyl,
benzoxazolyl, benzisoxazolyl, quinolinyl,
isoquinolinyl, imidazolyl, indolyl, indolinyl,
isoindolyl, isothiadiazolyl, isoxazolyl,
15 piperidinyl, pyrazolyl, pyrrolidinyl,
tetrahydrofuran, tetrahydrothiophenyl, 1,2,4-
triazolyl, 1,2,6-triazolyl, tetrazolyl,
thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and
pyrimidinyl;

20

R⁷ is H;

R¹² is selected from H, methyl, ethyl, and propyl;

25 7. (PREVIOUSLY PRESENTED) The compound of claim 6,
wherein:

R¹ is selected from phenyl substituted with 0-3 R⁴;

30 R² is selected from phenyl substituted with 0-3 R⁵.

8. (PREVIOUSLY PRESENTED) The compound of claim 7,
wherein:

X is -CHR¹⁶NR¹⁷-;

5

R⁴, at each occurrence, is selected from C₁₋₈ alkyl,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CR'R')_rC₃₋₆
cycloalkyl, Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{4a}R^{4a},
(CR'R')_rOH, (CR'R')_rOR^{4d}, (CR'R')_rSH, (CR'R')_rSR^{4d},
10 (CR'R')_rC(O)OH, (CR'R')_rC(O)R^{4b},
(CR'R')_rC(O)NR^{4a}R^{4a}, (CR'R')_rNR^{4f}C(O)R^{4b},
(CR'R')_rC(O)OR^{4d}, (CR'R')_rOC(O)R^{4b},
(CR'R')_rNR^{4f}C(O)OR^{4d}, (CR'R')_rOC(O)NR^{4a}R^{4a},
15 (CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}, (CR'R')_rS(O)_pR^{4b},
(CR'R')_rS(O)₂NR^{4a}R^{4a}, (CR'R')_rNR^{4f}S(O)₂R^{4b},
(CR'R')_rNR^{4f}S(O)₂NR^{4a}R^{4a}, C₁₋₆ haloalkyl, and
(CR'R')_rphenyl substituted with 0-3 R^{4e};

alternatively, two R⁴ on adjacent atoms join to form

20 -O-(CH₂)-O-;

R^{4a}, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, i-propyl, butyl, s-
butyl, i-butyl, t-butyl, pentyl, hexyl, allyl,
25 propargyl, and a (CH₂)_r-C₃₋₆ carbocyclic residue
selected from cyclopropyl, cyclobutyl, cyclopentyl
and cyclohexyl;

R^{4b}, at each occurrence, is selected from methyl,
30 ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl,

AMENDMENTS TO THE CLAIMS

t-butyl, pentyl, hexyl, allyl, propargyl, a
5 $(\text{CH}_2)_r\text{C}_{3-6}$ carbocyclic residue substituted with
0-3 R^{4e}, wherein the carbocyclic residue is
selected from cyclopropyl, cyclobutyl, cyclopentyl
and cyclohexyl, and a $(\text{CH}_2)_r$ -5-6 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-2
R^{4e}, wherein the heterocyclic system is selected
from pyridinyl, thiophenyl, furanyl, indazolyl,
10 benzothiazolyl, benzimidazolyl, benzothiophenyl,
benzofuranyl, benzoxazolyl, benzisoxazolyl,
quinolinyl, isoquinolinyl, imidazolyl, indolyl,
indolinyl, isoindolyl; isothiadiazolyl,
isoxazolyl, piperidinyl, pyrazolyl, 1,2,4-
15 triazolyl, 1,2,3-triazolyl, tetrazolyl,
thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and
pyrimidinyl;

20 R^{4d}, at each occurrence, is selected from H, methyl,
CF₃, ethyl, propyl, i-propyl, butyl, s-butyl,
i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl,
and a $(\text{CH}_2)_r\text{C}_{3-6}$ carbocyclic residue selected
from cyclopropyl, cyclobutyl, cyclopentyl and
cyclohexyl;

25 R^{4e}, at each occurrence, is selected from C₁₋₆ alkyl,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl,
Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅
alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and
30 (CH₂)_rphenyl;

R^{4f} , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl;

5 R^5 , at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, pentyl, hexyl, $(CR'R')_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO₂, CN, $(CR'R')_rNR^{5a}R^{5a}$, $(CR'R')_rOH$, $(CR'R')_rOR^{5d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$,
10 $(CR'R')_rSR^{5d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)R^{5b}$,
 $(CR'R')_rC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}C(O)R^{5b}$,
 $(CR'R')_rC(O)OR^{5d}$, $(CR'R')_rOC(O)R^{5b}$,
 $(CR'R')_rNR^{5f}C(O)OR^{5d}$, $(CR'R')_rOC(O)NR^{5a}R^{5a}$,
15 $(CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}$,
 $(CR'R')_rNR^{5a}C(O)O(CR'R')_rR^{5d}$, $(CR'R')_rS(O)_pR^{5b}$,
 $(CR'R')_rS(O)_2NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}S(O)_2R^{5b}$, C₁₋₆ haloalkyl, and $(CHR')_r$ phenyl substituted with 0-3 R^{5e};

20 alternatively, two R⁵ on adjacent atoms join to form -O-(CH₂)-O-;

25 R^{5a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-1 R^{5e}, wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl;

R^{5b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a (CH₂)_{r-C₃₋₆} carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, and phenyl; and a (CH₂)_{r-5-6} membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, 5 indazolyl, azetidinyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, 10 morphlinyl, piperidinyl, pyrrolyl, 2,5-dihydropyrrolyl, pyrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

15 R^{5d}, at each occurrence, is selected from H, methyl, CF₃, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH₂)_{r-C₃₋₆} carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

20 R^{5e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_{rC₃₋₆} cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅, 25 alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{5f}R^{5f}, and (CH₂)_rphenyl; and

AMENDMENTS TO THE CLAIMS

R^{5f} , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl.

5

9. (ORIGINAL) The compound of claim 8, wherein:

R^5 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, CF_3 ,

10 CF_2CF_3 , CF_2H , OCF_3 , Cl, Br, I, F, SCF_3 , $NR^{5a}R^{5a}$, $NHC(O)OR^{5a}$, $NHC(O)R^{5b}$, and $NHC(O)NHR^{5a}$; and

R^{12} is selected from H and methyl.

15 10. (PREVIOUSLY PRESENTED) A compound of claim 9, wherein:

Z is $-C(O)-$;

20 X is $-CHR^{16}NR^{17}-$;

R^1 is selected from phenyl substituted with 0-3 R^4 ;

R^2 is phenyl substituted with 0-2 R^5 ;

25 R^3 is selected from $(CRR)_qOH$, $(CRR)_qOR^{3d}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)NR^{3a}R^{3a}$, $(CHR)_rC(O)NR^{3a}OR^{3d}$, $(CH_2)_rC(O)R^{3b}$, $(CH_2)_rC(O)OR^{3d}$, and (CH_2) -phenyl;

30 R^{3a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl,

CH_2CF_3 , $\text{C}(\text{CH}_3)\text{CH}_2\text{CH}_2\text{OH}$, cyclopropyl, 1-methylcyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, and benzyl;

5 R^{3b} is selected from pyrrolidinyl, pyrrolid-3-enyl, and morpholinyl;

R^{3d} is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl and benzyl;

10 R is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl and benzyl;

15 R^4 is selected from methyl, ethyl, propyl, i-propyl, butyl, ethylene, OCH_3 , OCF_3 , SCH_3 , SO_2CH_3 , Cl, F, Br, CN;

alternatively, two R^4 join to form $-\text{O}-(\text{CH}_2)-\text{O}-$;

20 R^6 is selected from H, methyl, ethyl, propyl, i-propyl, butyl, $\text{C}(\text{O})\text{OCH}_3$, $\text{C}(\text{O})\text{NHCH}_2\text{CH}_3$;

R^7 , R^9 , and R^{11} are H;

25 R^8 is H;

R^{10} is selected from H and methyl;

30 R^{16} is selected from H and methyl;

AMENDMENTS TO THE CLAIMS

R¹⁷ is selected from H and methyl;

m is 0 or 1;

5 l is 0 or 1

r is 0 or 1; and

q is 1.

10

11. (CANCELLED)

12. (CANCELLED)

15 13. (CANCELLED)

14. (PREVIOUSLY PRESENTED) The compound of claim 1,
wherein the compound is selected from:

20 Methyl (2S)-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-
[trifluoromethyl]benzoyl]amino]acetyl]amino]-
propanoate;

25 Methyl (2R)-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-
[trifluoromethyl]benzoyl]amino]acetyl]amino]-
propanoate;

30 (2S)-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-
[trifluoromethyl]benzoyl]amino]acetyl]amino]-
propanoic acid;

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(2*S*) -*N*-Methyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-

[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

5 propanamide;

(2*S*) -3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

propanamide;

10

(2*R*) -3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

propanamide;

15

(2*S*) -*N*-Ethyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-

[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

propanamide;

20

(2*S*) -*N*-Benzyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-

[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

propanamide;

25

(2*S*) -*N*-Isopropyl-3-[(2,4-dimethylphenyl)methyl]amino]-

2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

propanamide;

30

(2*S*) -*N*-*tert*-Butyl-3-[(2,4-

dimethylphenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

5 (2S)-N-Cyclopropyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

10 (2S)-N-Cyclobutyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

15 (2S)-N-Phenyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-
[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

20 (2S)-N,N-Dimethyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

25 (2S)-N-Methyl,N-methoxy-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

30 Methyl (2S)-3-[(4-chlorophenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanoate;

(2*S*) -3- [[(4-chlorophenyl)methyl]amino] -2- [[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

5 (2*S*) -*N*-Ethyl-3- [[(4-chlorophenyl)methyl]amino] -2- [[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

Methyl (2*S*) -3- [[(1*S/R*) -1- (4-chlorophenyl)ethyl]amino] -
10 2- [[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanoate;

Methyl (2*S*) -3- [[(1*S/R*) -1- (2,4-
15 dimethylphenyl)ethyl]amino] -2- [[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanoate;

Methyl (2*S*) -3- [(1,3-benzodioxol-5-ylmethyl)amino] -2-
20 [[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanoate;

Methyl (2*S*) -3- [[(4-bromophenyl)methyl]amino] -2- [[[3-
25 (trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanoate;

Methyl (2*S*) -2- [[[2- [[(1,1-
30 dimethylethoxy)carbonyl]amino] -5-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -3-
[[(2,4-dimethylphenyl)methyl]amino] -propanoate;

AMENDMENTS TO THE CLAIMS

Methyl (2*S*) -2- [[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanoate;

5 (2*S*) -2- [[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

10 *N*-[2-[(1*S*)-2-[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

15 *N*-[2-[(1*R*)-2-[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

20 *N*-[2-[(1*S*, 2*S/R*)-1-[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxypropyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

25 *tert*-Butyl (3*R*) -4-[(2,4-dimethylphenyl)methyl]amino]-3-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanoate;

30 *N*-[2-[(1*R*)-2-[(2,4-dimethylphenyl)methyl]amino]-1-(phenylmethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

(2*S*) -*N*-*tert*-Butyl-2-[[[[2-[(1,1-dimethylethoxy)carbonyl]amino]-5-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*) -*N*-tert-Butyl-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*) -*N*-tert-Butyl-3-[(4-bromo, 2-methylphenyl)methyl]amino]-2-[[[[2-[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*) -*N*-tert-Butyl-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(4-bromo, 2-methylphenyl)methyl]amino]-propanamide;

N-[2-[[*(1S, 2S)*-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-(methylbutyl)amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[*(1S, 2R)*-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-(methylbutyl)amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[*(1S, 2S)*-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(phenylethyl)amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N- [2- [[[(1*S*, 2*R*) -1- [[[(2, 4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-
(phenyl)ethyl]amino]-2-oxoethyl]-3-
5 (trifluoromethyl)benzamide;

N- [2- [[[(1*S*, 2*S*) -1- [[[(2, 4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-
(phenyl)propyl]amino]-2-oxoethyl]-3-
10 (trifluoromethyl)benzamide;

N- [2- [[[(1*S*, 2*R*) -1- [[[(2, 4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-
(phenyl)propyl]amino]-2-oxoethyl]-3-
15 (trifluoromethyl)benzamide;

N- [2- [[[(1*S*, 2*S*) -1- [[[(2, 4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-
(methylpentyl]amino]-2-oxoethyl]-3-
20 (trifluoromethyl)benzamide;

N- [2- [[[(1*S*, 2*R*) -1- [[[(2, 4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-
(methylpentyl]amino]-2-oxoethyl]-3-
25 (trifluoromethyl)benzamide;

N- [2- [[[(1*S*, 2*S*) -1- [[[(2, 4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxybutyl]amino]-2-oxoethyl]-3-
30 (trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxybutyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

5

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxybutyl]amino]-2-oxoethyl]-2-[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

10

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxybutyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

15

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methylpentyl]amino]-2-oxoethyl]-2-[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

20

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methylpentyl]amino]-2-oxoethyl]-2-[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

25

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methylpentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

30

AMENDMENTS TO THE CLAIMS

N- [2- [[(1*S*, 2*R*) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-
(methyl)pentyl]amino]-2-oxoethyl]-2-amino-5-
5 (trifluoromethyl)benzamide;

N- [2- [[(1*S*, 2*S*) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-
2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-
10 (trifluoromethyl)benzamide;

N- [2- [[(1*S*, 2*R*) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-
2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-
15 (trifluoromethyl)benzamide;

N- [2- [[(1*S*, 2*S*) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-3-
20 (trifluoromethyl)benzamide;

N- [2- [[(1*S*, 2*R*) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-3-
25 (trifluoromethyl)benzamide;

N- [2- [[(1*S*, 2*S*) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2- [(1,1-
30 dimethylethoxy) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N- [2- [[[(1*S*, 2*R*) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl] -2-
(hydroxy)pentyl]amino] -2-oxoethyl] -2- [(1,1-
dimethylethoxy) carbonyl]amino] -5-
5 (trifluoromethyl)benzamide;

N- [2- [[[(1*S*, 2*S*) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl] -2-
(hydroxy)pentyl]amino] -2-oxoethyl] -2-amino -5-
10 (trifluoromethyl)benzamide;

N- [2- [[[(1*S*, 2*R*) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl] -2-
(hydroxy)pentyl]amino] -2-oxoethyl] -2-amino -5-
15 (trifluoromethyl)benzamide;

N- [2- [[[(1*S*, 2*S*) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl] -2-
(hydroxy)pentyl]amino] -2-oxoethyl] -3-amino -5-
20 (trifluoromethyl)benzamide;

N- [2- [[[(1*S*, 2*R*) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl] -2-
(hydroxy)pentyl]amino] -2-oxoethyl] -3-amino -5-
25 (trifluoromethyl)benzamide;

N- [2- [[[(1*S*, 2*S*) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl] -2-
(hydroxy)pentyl]amino] -2-oxoethyl] -2-
30 [[[(ethylamino) carbonyl]amino] -5-
(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N- [2- [[[(1*S*, 2*R*) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl] -2-
(hydroxy)pentyl]amino] -2-oxoethyl] -2-
[[(ethylamino) carbonyl]amino] -5-
5 (trifluoromethyl)benzamide;

N- [2- [[[(1*S*, 2*S*) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl] -2-
(hydroxy)pentyl]amino] -2-oxoethyl] -2-
10 [[(isopropylamino) carbonyl]amino] -5-
(trifluoromethyl)benzamide;

N- [2- [[[(1*S*, 2*R*) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl] -2-
(hydroxy)pentyl]amino] -2-oxoethyl] -2-
15 [[(isopropylamino) carbonyl]amino] -5-
(trifluoromethyl)benzamide;

N- [2- [[[(1*S*, 2*S*) -1- [[[(2,4-
20 dimethylphenyl)methyl]amino]methyl] -2-
(hydroxy)pentyl]amino] -2-oxoethyl] -2- [(1-
pyrrolidinylcarbonyl)amino] -5-
(trifluoromethyl)benzamide;

25 N- [2- [[[(1*S*, 2*S*) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl] -2-
(hydroxy)pentyl]amino] -2-oxoethyl] -2- [(1-
azetidinylcarbonyl)amino] -5-
(trifluoromethyl)benzamide;

30 N- [2- [[[(1*S*, 2*S*) -1- [[[(2,4-
dimethylphenyl)methyl]amino]methyl] -2-

(hydroxy) pentyl] amino] -2-oxoethyl] -2-
[[(methylamino) carbonyl] amino] -5-
(trifluoromethyl) benzamide;

5 N- [2- [[(1*S*, 2*R*) -1- [[[(2,4-
dimethylphenyl)methyl] amino] methyl] -2-
(hydroxy) pentyl] amino] -2-oxoethyl] -2- [(4-
mopholinylcarbonyl)] amino] -5-
(trifluoromethyl) benzamide;

10

N- [2- [[(1*S*, 2*R*) -1- [[[(2,4-
dimethylphenyl)methyl] amino] methyl] -2-
(hydroxy) pentyl] amino] -2-oxoethyl] -2- [(1-
piperazinylcarbonyl)] amino] -5-
(trifluoromethyl) benzamide;

15

N- [2- [[(1*S*, 2*S*) -1- [[[(4-
ethylphenyl)methyl] amino] methyl] -2-
(hydroxy) pentyl] amino] -2-oxoethyl] -2- [(1,1-
20 dimethylethoxy) carbonyl] amino] -5-
(trifluoromethyl) benzamide;

20

N- [2- [[(1*S*, 2*S*) -1- [[[(4-
ethylphenyl)methyl] amino] methyl] -2-
(hydroxy) pentyl] amino] -2-oxoethyl] -2-amino-5-
25 (trifluoromethyl) benzamide;

25

N- [2- [[(1*S*, 2*S*) -1- [[[(4-
ethylphenyl)methyl] amino] methyl] -2-
(hydroxy) pentyl] amino] -2-oxoethyl] -2-
30 [[(isopropylamino) carbonyl] amino] -5-
(trifluoromethyl) benzamide;

AMENDMENTS TO THE CLAIMS

N- [2- [[(1*S*, 2*S*) -1- [[[(4-
ethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2- [(4-
5 morpholinylcarbonyl)amino]-5-
(trifluoromethyl)benzamide;

N- [2- [[(1*S*, 2*S*) -1- [[[(4-dimethylamino-2-
methylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2- [(1,1-
10 dimethylethoxy) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

N- [2- [[(1*S*, 2*S*) -1- [[[(4-dimethylamino-2-
15 methylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-
(trifluoromethyl)benzamide;

N- [2- [[(1*S*, 2*S*) -1- [[[(2,4-
20 dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-(*tert*-
butyl)amino-5-(trifluoromethyl)benzamide;

N- [2- [[(1*S*, 2*S*) -1- [[[(2,4-
25 dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
isopropylamino-5-(trifluoromethyl)benzamide;

N- [2- [[(1*S*, 2*S*) -1- [[[(2,4-
30 dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-benzylamino-
5-(trifluoromethyl)benzamide;

N- [2- [[(1*S*, 2*S*) -1- [[[(2, 4-
dimethylphenyl)methyl]amino]methyl]-2-
(methoxy)pentyl]amino]-2-oxoethyl]-2- [(1, 1-
5 dimethylethoxy) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

N- [2- [[(1*S*, 2*S*) -1- [[[(2, 4-
dimethylphenyl)methyl]amino]methyl]-2-
(methoxy)pentyl]amino]-2-oxoethyl]-2-amino-5-
10 (trifluoromethyl)benzamide;

N- [2- [[(1*S*) -1- [[[(2, 4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-
15 (methyl)propyl]amino]-2-oxoethyl]-2- [(1, 1-
dimethylethoxy) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

N- [2- [[(1*S*) -1- [[[(2, 4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-
20 (methyl)propyl]amino]-2-oxoethyl]-2-amino-5-
(trifluoromethyl)benzamide;

N- [2- [[(1*S*) -1- [[[(2, 4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-
25 (ethyl)butyl]amino]-2-oxoethyl]-2- [(1, 1-
dimethylethoxy) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

30 N- [2- [[(1*S*) -1- [[[(2, 4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-

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(ethyl)butyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

5 *N*-[2-[(*S*)-1-[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(propyl)pentyl]amino]-2-oxoethyl]-2-[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

10 *N*-[2-[(*S*)-1-[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(propyl)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

15 *N*-[2-[(*S*)-2-[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxycyclopentyl)ethyl]amino]-2-oxoethyl]-2-[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

20 *N*-[2-[(*S*)-1-[(*S*)-2-[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxycyclopentyl)ethyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

25 (*2S*)-*N*-tert-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[3-(trifluoromethoxy)benzoyl]amino]acetyl]amino]-propanamide;

30 (*2S*)-*N*-tert-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[3-

(difluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

(2S)-N-tert-Butyl-3-[(2,4-
5 dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethylthio)benzoyl]amino]acetyl]amino] -
propanamide;

(2S)-N-tert-Butyl-3-[(2,4-
10 dimethylphenyl)methyl]amino]-2-[[[[3-
(pentafluoroethyl)benzoyl]amino]acetyl]amino] -
propanamide;

(2S)-N-tert-Butyl-2-[[[2-amino-5-
15 (trifluoromethoxy)benzoyl]amino]acetyl]amino]-3-
[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-N-tert-Butyl-2-[[[2-amino-5-
20 (methyl)benzoyl]amino]acetyl]amino]-3-[(2,4-
dimethylphenyl)methyl]amino]-propanamide;

(2S)-N-tert-Butyl-3-[(2,4-
25 dimethylphenyl)methyl]amino]-2-[[[[2-ethylamino-
5-(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

(2S)-N-tert-Butyl-3-[(2,4-
30 dimethylphenyl)methyl]amino]-2-[[[[2-propylamino-
5-(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

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(2*S*) -*N*-*tert*-Butyl-3-[(2,4-
dimethylphenyl)methyl]amino]- 2-[[[[2-
isobutylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
5 propanamide;

(2*S*) -*N*-*tert*-Butyl-2-[[[2-butylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

10

(2*S*) -*N*-*tert*-Butyl-2-[[[2-cyclohexylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

15

(2*S*) -*N*-*tert*-Butyl-3-[(2,4-
dimethylphenyl)methyl]amino]- 2-[[[[2-
isopropylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

20

(2*S*) -*N*-*tert*-Butyl-3-[(2,4-
dimethylphenyl)methyl]amino]- 2-[[[[2-(*tert*-
butyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
25 propanamide;

(2*S*) -*N*-*tert*-Butyl-3-[(2,4-
dimethylphenyl)methyl]amino]- 2-[[[[2-
(methylaminocarbonyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
30 propanamide;

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(2*S*) -*N*-tert-Butyl-3-[[(2,4-
dimethylphenyl)methyl]amino]- 2-[[[[2-
(isopropoxycarbonyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
5 propanamide;

(2*S*) -*N*-tert-Butyl-3-[[(2,4-
dimethylphenyl)methyl]amino]- 2-[[[[2-
(isopropylaminocarbonyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
10 propanamide;

(2*S*) -*N*-tert-Butyl-2-[[[[2- (cyclohexylcarbonyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
15 [[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*) -*N*-tert-Butyl-2-[[[[2-benzylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
20 [[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*) -*N*-tert-Butyl-2-[[[[2- (para-chloro)benzylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

25 (2*S*) -*N*-tert-Butyl-2-[[[[2- [(beta-naphthyl)methyl]amino-
5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*) -*N*-tert-Butyl-2-[[[[2- (meta-methyl)benzylamino-5-
30 (trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

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(2S)-*N*-tert-Butyl-2-[[[[2-(para-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

5 (2S)-*N*-tert-Butyl-2-[[[[2-(ortho-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

10 (2S)-*N*-tert-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[2-(para-trifluoromethyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

15 (2S)-*N*-tert-Butyl-2-[[[[3-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

20 (2S)-*N*-tert-Butyl-2-[[[[3-benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

25 (2S)-*N*-tert-Butyl-2-[[[[3-methylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-*N*-tert-Butyl-2-[[[[3-ethylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-N-tert-Butyl-2-[[[3-isobutylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

5 (2S)-N-tert-Butyl-2-[[[3-propylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

10 (2S)-N-tert-Butyl-2-[[[3-butylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

15 (2S)-N-tert-Butyl-2-[[[3-(trifluoromethylcarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

20 (2S)-N-tert-Butyl-2-[[[3-(ethoxycarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

25 (2S)-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2-methyl-4-bromophenyl)methyl]amino]-propanamide;

(2S)-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(4-bromophenyl)methyl]amino]-propanamide;

30 (2S)-N-tert-Butyl-3-[(4-methylphenyl)methyl]amino]-2-[[[3-

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(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

(2S)-N-tert-Butyl-3-[(4-bromophenyl)methyl]amino]-2-
5 [[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

(2S)-N-tert-Butyl-3-[(4-bromo-2-
10 methylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

(2S)-N-tert-Butyl-3-[(4-methoxyphenyl)methyl]amino]-2-
15 [[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

(2S)-N-tert-Butyl-3-[(4-methoxy-2-
20 methylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

(2S)-N-tert-Butyl-3-[(2,3-dimethyl-4-methoxy-
25 phenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

(2S)-N-tert-Butyl-3-[(4-cyano-2-
30 methylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

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(2*S*) -*N*-tert-Butyl-3-[[[(4-ethylphenyl)methyl]amino]-2-

[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

5 propanamide;

(2*S*) -*N*-tert-Butyl-3-[[[(2-methyl-4-

vinylphenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

10 propanamide;

(2*S*) -*N*-tert-Butyl-3-[[[(4-ethyl-2-

methylphenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

15 propanamide;

(2*S*) -*N*-tert-Butyl-3-[[[(4-isopropylphenyl)methyl]amino]-

2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

20 propanamide;

(2*S*) -*N*-tert-Butyl-3-[[[(4-butylphenyl)methyl]amino]-2-

[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

25 propanamide;

(2*S*) -*N*-tert-Butyl-3-[[[(4-

dimethylaminophenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

30 propanamide;

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(2*S*) -*N*-*tert*-Butyl-3-[(4-dimethylamino-2-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

5

(2*S*) -*N*-*tert*-Butyl-3-[(4-methylthiophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

10

(2*S*) -*N*-*tert*-Butyl-3-[(4-methylsulfonylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

15

(2*S*) -*N*-*tert*-Butyl-3-[(4-trifluoromethoxyphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

20

(2*S*) -*N*-*tert*-Butyl-3-[(3-amino-4-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

25

(2*S*) -*N*-*tert*-Butyl-3-[(2-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

30

(2*S*) -*N*-*tert*-Butyl-3-[(2-ethylphenyl)methyl]amino]-2-[[[[3-

AMENDMENTS TO THE CLAIMS

(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

(2R)-N-Ethyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-
5 [[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

(2R)-N-tert-Butyl-3-[[[(2,4-
10 dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

(2R)-N-[(2-methyl)hydroxyprop-2-yl]-3-[[[(2,4-
15 dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

(2S)-N-tert-Amyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-
20 2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

(2S)-N-[(2-methyl)hydroxyprop-2-yl]-3-[[[(2,4-
25 dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

(2S)-N-[(1-methyl)cycloprop-1-yl]-3-[[[(2,4-
30 dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino] -
propanamide;

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(2*S*) -*N*-Cyclopentyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

5

(2*S*) -*N*-Cyclohexyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

10

(2*S*) -*N*- (β,β,β-Trifluoro)ethyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

15

(2*S*) -*N*-Allyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

20

(2*S*) -*N*-Cyclopropylmethyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

25

N-[2-[(2*S*)-3-[(2,4-dimethylphenyl)methyl]amino]-1-(pyrrolid-3-enyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

30

N-[2-[[*(2S)*-3-[(*2,4-dimethylphenyl)methyl]amino]-1-(pyrrolidinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;*

5 *N*-[2-[[*(2S)*-3-[(*2,4-dimethylphenyl)methyl]amino]-1-(morpholinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;*

10 (2*S*)-*N*-Isobutyl-3-[(*2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;*

15 (2*S*)-*N*-sec-Butyl-3-[(*2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;*

20 (2*S*)-*N*-tert-Butyl-4-[(*2,4-dimethylphenyl)methyl]amino]-3-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;*

25 (2*S,3R*)-*N*-Ethyl-3-[(*2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;*

30 (2*S,3R*)-*N*-Ethyl-3-[(*4-bromophenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;*

Methyl (2R)-2-[[[(2,4-dimethylphenyl)methyl]amino]-3-[
5 [[[3-[
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

(2R)-N-Ethyl-2-[[[(2,4-dimethylphenyl)methyl]amino]-3-[
10 [[[3-[
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

Methyl (2S)-4-[[[(2,4-dimethylphenyl)methyl]amino]-2-[
15 [[[3-[
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
butanoate;

(2S)-4-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-[
butanamide;

20 (2S)-N-Ethyl-4-[[[(2,4-dimethylphenyl)methyl]amino]-2-[
[[[3-[
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
butanamide;

25 (2S)-N-Ethyl-4-[[[(2,4-
dimethylphenyl)methyl]methylamino]-2-[[[[3-[
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
butanamide;

30 (2S)-N-tert-Butyl-2-[[[[2-[[[(1,1-
dimethylethoxy)carbonyl]amino]-5-

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(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

5 (2S)-N-tert-Butyl-2-[[[[2-[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[(2,4-dimethylphenyl)methyl]methylamino]-butanamide;

10 (2S)-N-tert-Butyl-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[(2,4-dimethylphenyl)methyl]amino]-butanamide;

15 (2S)-N-tert-Butyl-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[(2,4-dimethylphenyl)methyl]methylamino]-butanamide;

20 (2S)-N-tert-Butyl-2-[[[[3-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[(2,4-dimethylphenyl)methyl]amino]-butanamide;

25 (2S)-N-tert-Butyl-2-[[[[3-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[(4-ethylphenyl)methyl]amino]-butanamide;

30 (2S)-N-tert-Butyl-4-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

(2*S*) -*N*-*tert*-Butyl-4-[[[(4-ethylphenyl)methyl]amino]-2-[
[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
butanamide;

5

(2*S*) -*N*-Ethyl-5-[[[(2,4-dimethylphenyl)methyl]amino]-2-[
[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
pentanamide;

10

N-[2-[[[(1*S*, 2*S/R*)-1-[[[(2,4-
dimethylphenyl)methyl]methylamino]methyl]-2-
hydroxy-3-(methylbutyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

15

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]methylamino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[(isopropylamino) carbonyl]amino]-5-
20 (trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]isopropylamino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
25 [[(isopropylamino) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(4-
ethylphenyl)methyl]methylamino]methyl]-2-
30 (hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[(isopropylamino) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

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N- [2- [[[(1*S*, 2*S*) -1- [[[[(4-
ethylphenyl)methyl]isopropylamino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
5 . [[[(isopropylamino) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

(2*S*) -*N*-tert-Butyl-3- [[[(2,4-
dimethylphenyl)methyl]methylamino]-2- [[[[3-
10 . (trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide; and

(2*S*) -*N*-Ethyl-3- [[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[[2-amino-5-
15 . (trifluoromethyl)benzoyl]amino]acetyl] amino]-2-
methyl-propanamide.

15. (ORIGINAL) A pharmaceutical composition,
comprising a pharmaceutically acceptable carrier and a
20 therapeutically effective amount of a compound of claim
1.

16. (CANCELLED)

25 17. (CANCELLED)

18. (PREVIOUSLY PRESENTED) A method for
antagonizing MCP-1 activity comprising administering to
a patient in need thereof a therapeutically effective
30 amount of a compound of claim 1.

19. (CANCELLED)

AMENDMENTS TO THE CLAIMS

20. (CURRENTLY AMENDED) The method for treating disorders, ~~of claim 19,~~ comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1, wherein said disorders being selected from psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

21. (PREVIOUSLY PRESENTED) The method for treating disorders, of claim 20, wherein said disorders being selected from alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

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22. (PREVIOUSLY PRESENTED) The method for treating disorders, of claim 21, wherein said disorders being selected from asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

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23. (PREVIOUSLY PRESENTED) A method for treating rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

30
24. (PREVIOUSLY PRESENTED) A method for treating multiple sclerosis, comprising administering to a

AMENDMENTS TO THE CLAIMS

patient in need thereof a therapeutically effective amount of a compound of claim 1.

25. (PREVIOUSLY PRESENTED) A method for treating
5 atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

26. (PREVIOUSLY PRESENTED) A method for treating
10 asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

27. (CANCELLED)

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28. (PREVIOUSLY PRESENTED) A method for antagonizing CCR2 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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29. (PREVIOUSLY PRESENTED) A method for treating disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claims 10; said disorders being selected
25 from asthma, multiple sclerosis, arteriosclerosis, and rheumatoid arthritis.

30. (PREVIOUSLY PRESENTED) A method for treating rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

AMENDMENTS TO THE CLAIMS

31. (PREVIOUSLY PRESENTED) A method for treating multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

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32. (PREVIOUSLY PRESENTED) A method for treating atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

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33. (PREVIOUSLY PRESENTED) A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

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34. (CANCELLED)

35. (PREVIOUSLY PRESENTED) A method for antagonizing CCR2 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

REMARKS SECTION

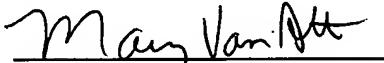
REMARKS

Reconsideration and reexamination is respectfully requested. A Request for Continued Examination is being submitted herewith. Furthermore, consideration of the IDS submitted on March 9, 2005 is respectfully requested.

In the advisory action dated March 25, 2005, claim 20 was rejected for being dependent from a cancelled claim. Claim 20 has been amended. Therefore, withdrawal of the rejection against claim 20 is respectfully requested.

The application is now believed to be in condition for allowance and notification thereof is respectfully requested.

Respectfully submitted,



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